

**OFFICIAL
BY-LAWS
Of
Macomb Community Action Advisory Board**

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ARTICLE I - Introduction

1.0 This organization shall be known as the Macomb Community Action Advisory Board herein referred to as the "Advisory Board".

ARTICLE II - Affiliation

2.0 The Economic Opportunity Act of 1964 created the Community Action Program (CAP) and authorized funding of Community Action Agencies (CAA's). Consequently, the Macomb County Board of Commissioners designated the Macomb County Community Services Agency (MCCSA), as the official body for the planning, development and administrative community services responsibilities. Other applicable laws governing Community Action include:

- a) The Omnibus Reconciliation Act of 1981 (PL 97-35) and its 1998 amendments which in part created the Community Service Block Grant Program (CSBG) and abolished the Community Services Administration, the successor Agency to the Office of Economic Opportunity;
- b) Head Start;
- c) The Michigan Economic and Social Opportunity Act of 1981 (Public Act 230) which sets forth the organizational and administrative requirements applicable to state Community Action Programs.

ARTICLE III – Board of Commissioners Power & Responsibilities

3.0 The County Board of Commissioners is the governing board legally responsible for the actions of MCCSA.

3.1 MCCSA will regularly report to the County Board of Commissioners, Community Services Committee.

3.2 The County Board of Commissioners shall approve all contracts and personnel decisions.

ARTICLE IV – Board Power & Responsibilities

4.0 In accordance with the Omnibus Reconciliation Act H.R/ 3982 of 1981 and by County Board of Commissioner's concurrence, the Advisory Board has the following powers and responsibilities:

- a) Select its own officers, executive committee and other committees;
- b) Direct the Director at least every three (3) years to advise the County Board of Commissioners of the nature and extent of poverty within the area and recommend needed changes in federal, state, and local policies and programs;
- c) Convene public meetings to provide low-income and other persons the opportunity to comment upon public policies and programs to reduce poverty;
- d) Continuously review and make recommendations when necessary on the policies and programs to the MCCSA Director;
- e) Provide recommendations to the County Board of Commissioners regarding the selection of the MCCSA Director;

- f) Determine rules and procedures for the Advisory Board, subject to the Department of Human Services, Bureau of Community Action and Economic Opportunity policies;
- g) Determine rules and procedures for the Parents Policy Council in accordance with the federal Head Start regulations, as well as, federal and state statutes and approve the Parents Policy Council By-Laws;
- h) Provide input regarding major personnel, organizational, fiscal, program policies and accomplishments to ensure grants and contracts compliance;
- i) Provide recommendations regarding overall program plans and priorities;
- j) Provide recommendations regarding approval of all program proposals and budgets;
- k) Provide recommendations regarding the arrangements for delegating the planning, conducting, or evaluating of a program component or unit of MCCSA;
- l) Exercise other responsibilities which the County Board of Commissioners choose to delegate to the Advisory-Board;
- m) Make recommendations on strategic plans and priorities for MCCSA including provisions for evaluating progress against performance;
- n) Review all MCCSA programs and budgets, and ensure compliance with the conditions of federal and state grants and contracts.
- o) Approve MCCSA's monthly financial statements;
- p) Ensure that individual programs and services are supportive of the MCCSA's Mission, Goals and Objectives;
- q) Be involved in public relations, fund raising and development efforts, along with other volunteer activities in MCCSA's best interest.

ARTICLE V – Board Composition

5.0 The Advisory Board will consist of twenty-one (21) members.

5.1 Public Officials: One third (1/3) of the Board members will be elected public officials, currently holding office, or their representatives, chosen by the Macomb County Board of Commissioners Chair.

5.2 Consumer Sector: Not fewer than one-third (1/3) of the members will be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the community served.

5.3 Private Sector: The remainder of the members will be representatives of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

ARTICLE VI - Membership Selection

6.0 **Requirements:** The Advisory Board members shall come from diverse backgrounds and life experiences in order to elicit a broad spectrum of knowledge, values and attitudes necessary for comprehensive consideration of issues affecting low-income individuals. Further, Advisory Board members will be selected in such a manner as to assure that they speak on the group or organization's behalf, which they represent. Candidates/appointees shall complete an application. In order to be considered for membership the candidate/appointee shall certify that they:

- Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any federal department or agency;
- Have not been convicted of or had a civil judgments rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, for violation of federal or state antitrust statutes or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
- Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses above; and
- Have not had any public transactions (federal, state or local) terminated for cause or default during the three (3) years prior to their application.

If the Candidate/appointee cannot certify to all four (4) items above, the candidate/appointee can attach an explanation to the application. The Advisory Board can consider the explanation and decide whether they can be seated or not.

6.1 **Public Officials:** The County Board of Commissioners Chair will designate seven (7) public officials currently holding office to serve on the Advisory Board. Those designated public officials who are unable to serve may appoint a representative to serve in their place. However, at no time will appointed representatives hold more than five (5) of the seven (7) public official seats. Appointed representatives shall have responsibilities which require them to deal with poverty-related issues. When the public official no longer holds office they, or their representative, is no longer eligible to serve on the Advisory Board.

6.2 **Consumer Sector Representatives:** Representatives may be selected at large to represent the community or a specific area or neighborhood served by the MCCSA, or to represent a particular organization designated by the Advisory Board whose membership is composed predominantly of economically disadvantaged persons, including youth organizations. An individual representing an economically disadvantaged group does not need to meet MCCSA's income eligibility criteria. A vacancy shall be reserved for a Head Start Policy Council member. The Head Start Policy Council shall establish procedures for selecting an Advisory Board representative. In addition, selection procedures may include, either alone or in combination, the following:

- a) Nominations and elections, either within neighborhoods or within the community as a whole;
- b) Selection of eligible low-income persons at a meeting or conference where the date, time, and place of such meeting or conference have been adequately publicized;

- c) Selection of eligible low-income representatives to a community-wide Board by members of neighborhood or sub-area Boards who are themselves selected by low-income neighborhood or area residents;
- d) Selection on a small area basis, such as a city block, or representatives who in turn select low-income members for a community-wide Board;
- e) Selection of eligible low-income representatives by existing organizations designated by a Board whose membership is predominantly composed of low-income persons;
- f) Specific representatives from organizations may also include but are not limited to:
 - South Center Citizen's Advisory Council;
 - Central Center Citizen's Advisory Council;
 - North Center Citizen's Advisory Council;
 - Emergency Food Bank/Organizations;
 - Welfare Rights Organization; and
 - Representatives from Religious Organizations
- g) Any other selection procedure which assures maximum participation of eligible consumers, subject to Department of Human Services, Bureau of Community Action & Economic Opportunity review and approval.

6.3 Private Sector Representatives: Private organizations shall be selected in such a manner as to assure that the Advisory Board will benefit from broad community involvement. The organization will choose the person to represent it on the Advisory Board. Each representative shall be empowered to speak and act on the organization's behalf. The Advisory Board shall draw representation from but not limited to:

- a) Private organizations representing business, industry, and labor;
- b) Private social service agencies;
- c) Private educational institutions; and
- d) Economically disadvantaged constituencies concerned with specific problems.

6.4 Petition by Other Groups for Adequate Advisory Board Representation: Low-income individuals, community organizations, and religious organizations may petition for adequate representation on the Advisory Board if such individual or organization considers itself to be inadequately represented on the Advisory Board. To obtain a hearing, a group or groups must submit a petition to the Advisory Board Chairperson, signed by at least twenty-five (25) persons who belong to the petitioning group. Upon receipt of the petition, the Chairperson will place the matter on the agenda for the next scheduled meeting. Within ten (10) days after said hearing, the petitioner or petitioners shall be supplied with written determination by the Advisory Board. Said determination shall contain a clear and concise statement of the reasons for the action taken by the Advisory Board. A copy of this determination shall be supplied to the Department of Human Services, Bureau of Community Action & Economic Opportunity.

6.5 Advisory Board Realignment: Should an organization petition for representation be granted, it will be the Executive Committee's responsibility to recommend Advisory Board realignment so the proper percentage of public officials and representatives of consumer sector within the twenty-one (21) member limit is maintained. Recommendations by the Executive Committee will be acted upon at a regular Advisory Board meeting.

6.6 Limitations on Public Officials/Representatives: A public official or their representative, serve at the pleasure of the County Board of Commissioners Chair and as long as the public official is currently holding office.

6.7 Term of Office: Consumer Sector and Private Sector representatives are nominated and elected to a (5) year term. The Advisory Board member may serve two five (5) year consecutive terms for a maximum of ten (10) years. When an Advisory Board public sector representative is no longer a public official, all previous years of service on the Advisory Board shall count toward the ten (10) year maximum. Members may continue to serve on the Advisory Board with two-thirds (2/3) Advisory Board approval.

6.8 Conflict of Interest: No Advisory Board member shall participate in the selection, award or administration of a contract in which federal funds are used, where to their knowledge, their immediate family, partners, or organization in which their immediate family or partner has a financial interest or with whom they are negotiating or has any arrangement concerning prospective employment. Further, the Advisory Board must adhere to the principles of good faith and fundamentally sound practices by:

- a) Avoiding mismanagement;
- b) Avoiding self dealing, and
- c) Avoiding activities that would appear as a conflict of interest.

Advisory Board members shall sign a certification policy statement regarding these policies.

Further Advisory Board members must be:

- Off the Advisory Board for at least one year before being eligible to be hired by MCCSA;
- Prohibited if they are federal employees from serving in any capacity that would require them to act as an agent of or attorney for MCCSA in its dealings with any federal government department or agencies.

Current employees may not serve on the Board. Former employees may not serve as an Advisory Board member for at least one (1) year from the date they left employment. Former employees may not be considered for Advisory Board membership if they were involuntarily terminated from employment.

6.9 Removal: Members may be removed with two-thirds (2/3) vote if a member is absent from three (3) regularly scheduled Committee and/or regular Advisory Board meetings combined in a term year. A member can be removed with two-thirds (2/3) vote for just cause. Upon an affirmative vote both the member and the organization will be notified by certified mail. In the case of public officials or their representatives, the County Board of Commissioners Chair is responsible for removal.

Making a false certification on an application is cause for removal from the Advisory Board.

6.10 The Advisory Board's Chairperson shall notify, by certified mail, the organization whose representative has had three (3) absences.

6.11 Resignation/Vacancies: As resignation and vacancies may occur, it shall be the Chairperson's responsibility to notify the appropriate organization of such vacancy and to request the expired term be filled in accordance with selection procedures in the By-Laws. The Advisory Board shall fill all vacancies as soon as is reasonably possible. A representative filling a vacancy shall complete the remaining time of that term and shall be eligible to serve two (2) additional five (5) year terms.

6.12 Alternates: With the exception of public officials, no Advisory Board member shall have an alternate.

6.13 Proxy Voting: Voting by proxy is not permitted at Advisory Board meetings or of its Standing Committees. This prohibition applies to all Advisory Board members.

6.14 Compensation: A stipend shall be paid to consumer sector representatives in attendance at a Standing Committee and regular Advisory Board meetings for transportation and childcare. Compensation shall be paid within thirty (30) days of the meetings attended for the month. Regular compensation by MCCSA to Advisory Board members for their services is not permitted.

ARTICLE VII Officers

7.0 Officers: The Advisory Board officers shall consist of a Chairperson, First Vice Chairperson and Second Vice-Chairperson. MCCSA staff shall perform the Recording Secretary duties.

7.1 Election of Officers: A slate of candidates for the position of Chairperson, First Vice-Chairperson, and Second Vice-Chairperson will be prepared by an Ad Hoc Committee. The election of officers shall occur at the regular scheduled Advisory Board meeting held in October of every year. All voting shall be an open voting process in accordance with the Open Meetings Act. Newly elected officers shall immediately begin their duties. The Advisory Board may elect other officers as it sees the need.

7.2 Chairperson: The Chairperson shall preside at all Advisory Board meetings and the Executive Committee. The Chairperson shall:

- a) Appoint all Committee Chairpersons, unless otherwise provided by the By-Laws;
- b) Be a member of each Standing Committee and has voting rights;
- c) Appoint such special committees as the Chairperson sees fit to make studies, reports, or recommendations for and to the Advisory Board; and
- d) Appoint a new officer to complete the term of office should a vacancy occur within the Officers.

7.3 First Vice-Chairperson: The First Vice-Chairperson shall:

- a) Serve as an Executive Committee member;
- b) Perform the Chairperson duties in the Chairperson's absence, or inability to perform their duties;

- c) Assume the Chairperson's office of in the event of resignation, and will complete the term of the office; and
- d) Perform other duties delegated by the Chairperson.

7.4 Second Vice-Chairperson: The Second Vice-Chairperson shall:

- a) Perform the Chairperson duties in the event of both the Chairperson and First Vice-Chairperson's absence or inability to perform their duties;
- b) Assume the office of Chairperson in the event the Chairperson and/or First Vice-Chairperson resign, and will complete the term of the office; and
- c) Perform other duties delegated by the Chairperson.

ARTICLE VIII – Standing Committees

8.0 Appointments: Each Advisory Board member shall serve on at least one (1) Standing Committee. The Chairperson will strive to accommodate each member's request to serve on a Committee of their choice. The Chairperson shall appoint the Committee Chairpersons. Committee Chairpersons and members shall be formed by the December Advisory Board meeting. A Committee assignment notice shall be provided at the December regular Advisory Board meeting.

8.1 Standing Committees shall report to the Advisory Board concerning their activities, conclusions, and recommendations. Each Committee may establish its own rules of procedure except quorum and notice provisions, which shall conform to the Advisory Board By-Laws. The Standing Committees are as follows:

- a) Executive Committee;
- b) Budget Committee; and the
- c) Program Planning and Evaluation Committee.

8.2 Executive Committee: There shall be an Executive Committee appointed annually no later than the December meeting. The Executive Committee shall be composed of the Chairperson, First Vice-Chairperson, Second Vice-Chairperson two (2) Committee Chairpersons and two (2) at-large members to be appointed by the Chairperson. Of the seven (7) members, at least two (2) members from each sector must be represented.

8.3 The Executive Committee is authorized to transact Advisory Board business between regular Advisory Board meetings except those powers prohibited to be given to such committee under state law. The Committee shall report its actions at the next Advisory Board's membership meeting.

8.4 The Executive Committee shall recommend consumer and private sector representatives that conforms to the Advisory Board's selection process.

8.5 Term of Office: The Committee Chairpersons and at-large member shall be appointed to serve no later than the December meeting and serve for the year. The Advisory Board Committee Chairpersons and at-large member may be re-appointed. Should an Executive Committee member not be able to complete their term of appointment, it shall be the Chairperson's responsibility to recommend a replacement within thirty (30) days after notice of needed replacement and submit said recommendation at the Advisory Board's next meeting.

8.6 Budget Committee: By the December meeting, the Advisory Board Chairperson shall annually appoint a Budget Committee and its Chairperson. The Committee shall be composed of ten (10) Advisory Board members and the Chairperson. The Committee shall reflect the Advisory Board's composition. Of the ten (10) Advisory Board members, at least two (2) Advisory Board members from each sector must be represented. With direction from the Executive Committee, the Budget Committee will be responsible for reviewing the financial activities of MCCSA. The Committee shall report its actions at the next Advisory Board's membership meeting.

8.7 An Ad Hoc Committee will be appointed by the Advisory Board Chair. The Ad Hoc Committee shall:

- a) Prepare a slate of officers for the annual election to be held in October;
- b) Responsible for assuring Advisory Board compliance with current statutes;
- c) Seek and recommend nominees to the Advisory Board;
- d) Review the By-Laws at least every two (2) years; and
- e) Recommend revisions to the Advisory Board as necessary to assure the By-Laws comply with Public Act 230 and meet the Advisory Board's needs;
- f) Meet the Advisory Board and/or MCCSA's current needs.

8.8 Program Planning and Evaluation Committee: By the December meeting, the Advisory Board Chairperson shall annually appoint a Program Planning, and Evaluation Committee and its Chairperson. The Committee shall be composed of ten (10) Advisory Board members and the Chairperson. The Committee shall reflect the Board's composition. Of the ten (10) Advisory Board members, at least two (2) Advisory Board members from each sector must be represented. With direction from the Executive Committee, the Program Planning and Evaluation Committee shall:

- a) Oversee planning, and program planning tasks; and
- b) Be responsible for periodic needs assessments using internal and external resources to gather information.

The Committee shall report its actions at the next Advisory Board's membership meeting.

ARTICLE IX - Meetings

9.0 **Regular Advisory Board Meetings:** The Advisory Board's membership will meet on the second Tuesday in the months of October, December, March and June at a time and place which shall be agreed upon by a majority of the Advisory Board members. Committee Chairpersons or their designee will be responsible for presenting Committee action that took place in the prior months. The Advisory Board business shall be conducted at a public meeting held in compliance with Open Meetings Act. Public notice of Advisory Board meetings shall be given in a manner required by the Open Meetings Act.

9.1 **Standing Committee Meetings:** Standing Committees shall agree on a schedule that includes time and location of meetings. MCCSA staff shall provide support as needed.

9.2 **Special Meetings:** Special Advisory Board meetings may be called by the Chairperson or upon request of two thirds (2/3) or more Advisory Board members at a time and place to be determined by the Chairperson and agreed upon by two thirds (2/3) or more Advisory Board members. Matters, which shall be acted upon at a special meeting, shall be identified in a notice, which shall be mailed to all members at least seven (7) days in advance. No other official action may be taken without Advisory Board unanimous consent.

9.3 **Quorum:** At least fifty (50) percent of the Advisory Board's non-vacant seats must be present at Standing Committees and regular Advisory Board meeting to constitute a quorum for the transaction of business.

9.4 **Attendance:** Advisory Board members shall be considered present at any regularly scheduled meeting when they are present for at least half of the meeting duration. Board members shall be considered excused if the member contacts the Administrative office prior to the scheduled meeting they are expected to attend.

9.5 **Notice of Meetings:** In accordance with the Open Meetings Act, a written notice of any Standing Committee meeting shall be mailed to its Committee members and regularly scheduled Advisory Board meetings to all members so as to provide at least five (5) days notice, in advance of said meeting date.

9.6 **Rules of Order:** The rules contained in Robert's Rules of Order Revised shall govern in all cases wherein they do not conflict with the By-Laws.

ARTICLE X Amendments

10.0 These By-Laws may be amended by a two-thirds (2/3) vote of the membership present and voting at any duly scheduled meeting of the Advisory Board. Notice of any proposed amendments to the By-Laws shall be mailed to all members so as to provide at least five (5) days notice of the said meeting.